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May 16, 1996

Secretary of State  
State of Florida  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Media Arts Group, Inc.

Dear Sir or Madame:

Enclosed for filing with your office is the original Articles of Incorporation of Media Arts Group, Inc. Also enclosed is this firm's check in the amount of \$122.50 representing payment of the following fees:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy of Articles	52.50

Total \$122.50

An extra copy of the Articles of Incorporation is enclosed for your use in providing a certified copy to the undersigned once the Articles of Incorporation have been filed.

Sincerely,

  
Cynthia L. Cambron

CLC/jkl  
Enclosures

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-05/21/96--01012--010  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 MAY 21 AM  
TALLAHASSEE, FLORIDA

R CHESSEY MAY 24 1996

**ARTICLES OF INCORPORATION  
OF  
MEDIA ARTS GROUP, INC.**

FILED  
26 MAY 21 AM 9:23  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the proposed corporation shall be **MEDIA ARTS GROUP, INC.**

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: to engage in any activity or business permitted under the laws of the United States of America and the State of Florida; and to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem

expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### **ARTICLE III**

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having a par value of \$1.00 per share and which

shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

#### **ARTICLE IV**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

#### **ARTICLE V**

The address of the principal office of the corporation is 505 Beachland Boulevard, Vero Beach, Florida 32963, and the mailing address is P.O. Box 651114, Vero Beach, Florida 32965.

#### **ARTICLE VI**

The street address of the initial registered office of this corporation is 505 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Linda W. Hudson.

#### **ARTICLE VII**

This corporation shall have four (4) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than four (4). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Linda W. Hudson	P.O. Box 651114 Vero Beach, FL 32965

<u>Name</u>	<u>Address</u>
Buell Hudson	P.O. Box 651114 Vero Beach, FL 32965
Charles R. Wilson	P.O. Box 651114 Vero Beach, FL 32965
Diana Wilson	P.O. Box 651114 Vero Beach, FL 32965

#### **ARTICLE VIII**

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Linda W. Hudson	505 Beachland Blvd. Vero Beach, FL 32963	250
Buell Hudson	505 Beachland Blvd. Vero Beach, FL 32963	250
Charles R. Wilson	505 Beachland Blvd. Vero Beach, FL 32963	250
Diana Wilson	505 Beachland Blvd. Vero Beach, FL 32963	250

#### **ARTICLE IX**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

## **ARTICLE X**

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

## **ARTICLE XI**

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

## **ARTICLE XII**

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

## **ARTICLE XIII**

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

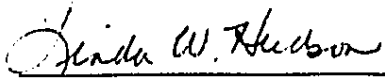
- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;
- (C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- (D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,

(E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

#### **ARTICLE XIV**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have set our hands and seals this 15 day of May, 1996.

 (SEAL)  
Linda W. Hudson

 (SEAL)  
Buell Hudson

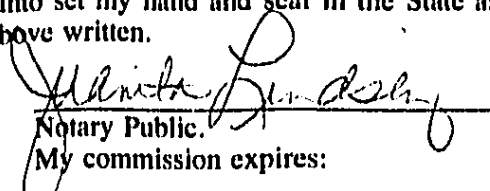
 (SEAL)  
Charles R. Wilson

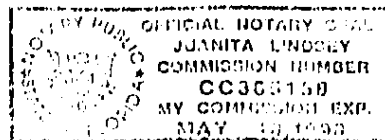
 (SEAL)  
Diana Wilson

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 15 day of May, 1996,  
personally appeared before me, a Notary Public of the State of Florida, LINDA W.  
HUDSON, BUELL HUDSON, CHARLES R. WILSON and DIANA WILSON who have  
produced ~~their own identification~~ their own identification as identification or who are  
personally known to me to be the parties to the foregoing certificate of Articles of Incorpora-  
tion, and who have jointly and severally taken and oath and acknowledged the said certificate  
to be the act and deed of each of them respectively, and that the facts therein stated are truly  
set forth, and that they have associated themselves together with the purpose of becoming  
a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and  
County last aforesaid on the day and year last above written.

  
Notary Public.  
My commission expires:



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of, and acknowledges that she is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

Linda W. Hudson  
Linda W. Hudson

FILED  
96 MAY 21 AM 9:23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA